

RON BENDER (SBN 143364)
KRIKOR J. MESHEFEJIAN (SBN 255030)
LINDSEY L. SMITH (SBN 265401)
LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
2818 La Cienega Avenue
Los Angeles, California 90034
Telephone: (310) 229-1234; Facsimile: (310) 229-1244
Email: RB@LNBYG.COM; KJM@LNBYG.COM; LLS@LNBYG.COM

Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited
liability company,

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware
limited liability company, dba TRX and TRX
Training,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects TRX Holdco, LLC only

☐ Affects Fitness Anywhere, LLC only

Lead Case No.: 8:22-bk-10948-SC

Jointly administered with:
8:22-bk-10949-SC

Chapter 11 Cases

**DECLARATION OF KRIKOR J.
MESHEFEJIAN IN SUPPORT OF
DEBTORS' EMERGENCY MOTION
FOR ENTRY OF AN INTERIM
ORDER: (I) AUTHORIZING THE
DEBTORS TO UTILIZE CASH
COLLATERAL PURSUANT TO 11
U.S.C. §§ 361, 362 AND 363; (II)
GRANTING ADEQUATE
PROTECTION; (III) SCHEDULING A
FINAL HEARING PURSUANT TO
BANKRUPTCY RULE 4001(b); AND
(IV) GRANTING RELATED RELIEF**

DATE: June 10, 2022
TIME: 10:00 a.m.
PLACE: *Via ZoomGov
Courtroom 5C
411 West Fourth Street
Santa Ana, CA 92701

I, Krikor J. Meshefejian, Esq., hereby declare as follows:

1. I am over 18 years of age. I have personal knowledge of the facts set forth below and, if called to testify, would and could competently testify thereto.

2. I am a partner of the law firm of Levene, Neale, Bender, Yoo & Golubchik L.L.P (“LNBYG”), proposed bankruptcy counsel to TRX Holdco, LLC (“Hold Co”) and Fitness Anywhere LLC (“Product Co” and together with Hold Co, the “Debtors”). I am licensed to practice law in the State of California and before this Court.

3. I make this Declaration in support of the Debtors’ *Emergency Motion For Entry Of An Interim Order: (I) Authorizing The Debtors To Utilize Cash Collateral Pursuant To 11 U.S.C. §§ 361, 362, 363; (II) Granting Adequate Protection Pursuant To 11 U.S.C. §§ 361, 362, 363; (III) Scheduling A Final Hearing Pursuant To Bankruptcy Rules 4001(b) And 400(c); And (IV) Granting Related Relief*” (the “Cash Collateral Motion”).

4. On June 2, 2022, I commissioned UCC Search Reports (each, a “UCC Report”, together, the “UCC Reports”) conducted by CLAS Information Services, which is a firm that specializes in, among other things, UCC searches, for both of the Debtors, in Delaware (the state the Debtors were formed) and California. The UCC Reports attached to this Declaration include UCC searches of the Delaware Secretary of State’s Office and the California Secretary of State’s Office.

5. A copy of the UCC Report for Product Co in Delaware is attached as Exhibit A.

6. A copy of the UCC Report for Hold Co in Delaware is attached as Exhibit B.

7. A copy of the UCC Report for Product Co in California is attached as Exhibit C.

8. A copy of the UCC Report for Hold Co in California is attached as Exhibit D.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 8th day of June, 2022, at Los Angeles, California.

/s/ Krikor J. Meshefejian

KRIKOR J. MESHEFEJIAN

EXHIBIT "A"

Delaware

Page 1

The First State

CERTIFICATE

SEARCHED JUNE 2, 2022 AT 2:57 P.M.
FOR DEBTOR, FITNESS ANYWHERE LLC

1 OF 2

FINANCING STATEMENT

20173153753

DEBTOR: EXPIRATION DATE: 05/12/2022
FITNESS ANYWHERE LLC

1660 PACIFIC AVENUE

ADDED 05-12-17

SAN FRANCISCO, CA US 94109

SECURED: CASTANEA PARTNERS FUND III, L.P., AS COLLATERAL AGENT

3 NEWTON EXECUTIVE PARK, SUITE 304

ADDED 05-12-17

NEWTON, MA US 02462

F I L I N G H I S T O R Y

20173153753 FILED 05-12-17 AT 3:55 P.M. FINANCING STATEMENT

20188983096 FILED 12-26-18 AT 3:34 P.M. TERMINATION

2 OF 2

FINANCING STATEMENT

20188982163

DEBTOR: EXPIRATION DATE: 12/26/2023
FITNESS ANYWHERE LLC

1660 PACIFIC AVENUE

ADDED 12-26-18




Jeffrey W. Bullock, Secretary of State

20234732780-UCC11
SR# 20222602924

Authentication: 203580847
Date: 06-02-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

Page 2

The First State

SAN FRANCISCO, CA US 94109-2518 *REMOVED 05-17-21*

DEBTOR: *FITNESS ANYWHERE LLC*

1660 PACIFIC AVENUE *ADDED 05-17-21*

SAN FRANCISCO, CA US 94109-2518

SECURED: *WOODFOREST NATIONAL BANK*

865 S. FIGUEROA STREET, SUITE 3300 *ADDED 12-26-18*

LOS ANGELES, CA US 90017

F I L I N G H I S T O R Y

20188982163 *FILED 12-26-18* *AT 3:02 P.M.* *FINANCING STATEMENT*

20213840783 *FILED 05-17-21* *AT 4:58 P.M.* *AMENDMENT*

E N D O F F I L I N G H I S T O R Y

THE UNDERSIGNED FILING OFFICER HEREBY CERTIFIES THAT THE ABOVE LISTING IS A RECORD OF ALL PRESENTLY EFFECTIVE FINANCING STATEMENTS, LAPSED FINANCING STATEMENTS, FEDERAL TAX LIENS AND UTILITY SECURITY INSTRUMENTS FILED IN THIS OFFICE WHICH NAME THE ABOVE DEBTOR, FITNESS ANYWHERE LLC AS OF MAY 25, 2022 AT 11:59 P.M.




Jeffrey W. Bullock, Secretary of State

20234732780-UCC11
SR# 20222602924

Authentication: 203580847
Date: 06-02-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) COGENCY GLOBAL INC. 600 SOUTH 2ND STREET, SUITE 404 SPRINGFIELD, IL 62704

Delaware Department of State
U.C.C. Filing Section
Filed: 03:02 PM 12/26/2018
U.C.C. Initial Filing No: 2018 8982163

Service Request No: 20188357225

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME Fitness Anywhere LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS 1660 Pacific Avenue		CITY San Francisco	STATE CA	POSTAL CODE 94109-2518
			COUNTRY USA	

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Woodforest National Bank				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS 865 S. Figueroa Street, Suite 3300		CITY Los Angeles	STATE CA	POSTAL CODE 90017
			COUNTRY USA	

4. COLLATERAL: This financing statement covers the following collateral:

All assets and all personal property of Debtor, whether now owned or existing or hereafter acquired or coming into existence, including any and all proceeds and products of the foregoing.

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

6b. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

Secretary of State: Delaware [389055-00018]

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) LIEN SOLUTIONS 800-331-3282
B. E-MAIL CONTACT AT FILER (optional) UCCFILINGRETURN@WOLTERSKLUWER.COM
C. SEND ACKNOWLEDGMENT TO: (Name and Address) P.O. BOX 29071 GLENDALE, CA 91209-9071 US

Delaware Department of State
U.C.C. Filing Section
Filed: 04:58 PM 05/17/2021
U.C.C. Initial Filing No: 2018 8982163
Amendment No: 2021 3840783
Service Request No: 20211836596

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
20188982163

1b. ☐ This FINANCING STATEMENT AMENDMENT is to be filed [for record]
(or recorded) in the REAL ESTATE RECORDS
Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13

2. ☐ **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3. ☐ **ASSIGNMENT** (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9
For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4. ☐ **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. ☒ **PARTY INFORMATION CHANGE:**

Check one of these two boxes:

AND Check one of these three boxes to:

This Change affects ☒ Debtor or ☐ Secured Party of record

☒ **CHANGE** name and/or address: Complete item 6a or 6b, and item 7a or 7b and item 7c ☐ **ADD** name: Complete item 7a or 7b, and item 7c ☐ **DELETE** name: Give record name to be deleted in item 6a or 6b

6. **CURRENT RECORD INFORMATION:** Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME FITNESS ANYWHERE LLC				
OR	6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7. **CHANGED OR ADDED INFORMATION:** Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME FITNESS ANYWHERE LLC			
OR	7b. INDIVIDUAL'S SURNAME		
	INDIVIDUAL'S FIRST PERSONAL NAME		
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	

7c. MAILING ADDRESS 1660 PACIFIC AVENUE	CITY SAN FRANCISCO	STATE CA	POSTAL CODE 94109-2518	COUNTRY US
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8. ☐ **COLLATERAL CHANGE:** Also check one of these four boxes: ☐ ADD collateral ☐ DELETE collateral ☐ RESTATE covered collateral ☐ ASSIGN collateral
Indicate collateral:

9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT:** Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)

If this is an Amendment authorized by a **DEBTOR**, check here ☐ and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME WOODFOREST NATIONAL BANK				
OR	9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

10. **OPTIONAL FILER REFERENCE DATA:**

DE-0-80532125-61351586- DEBTOR: FITNESS ANYWHERE L

International Association of Commercial Administrators

EXHIBIT "B"

Delaware

Page 1

The First State

CERTIFICATE

**SEARCHED JUNE 2, 2022 AT 2:57 P.M.
FOR DEBTOR, TRX HOLDCO, LLC**

1 OF 1

FINANCING STATEMENT

20212186741

**DEBTOR: EXPIRATION DATE: 03/19/2026
TRX HOLDCO, LLC**

1660 PACIFIC AVENUE

ADDED 03-19-21

SAN FRANCISCO, CA US 94109-2518

SECURED: WOODFOREST NATIONAL BANK

865 SOUTH FIGUEROA STREET, SUITE 3300 ADDED 03-19-21

LOS ANGELES, CA US 90017

F I L I N G H I S T O R Y

20212186741 FILED 03-19-21 AT 11:32 A.M. FINANCING STATEMENT

E N D O F F I L I N G H I S T O R Y

THE UNDERSIGNED FILING OFFICER HEREBY CERTIFIES THAT THE ABOVE LISTING IS A RECORD OF ALL PRESENTLY EFFECTIVE FINANCING STATEMENTS, LAPSED FINANCING STATEMENTS, FEDERAL TAX LIENS AND UTILITY SECURITY INSTRUMENTS FILED IN THIS OFFICE WHICH NAME THE ABOVE DEBTOR, TRX HOLDCO, LLC AS OF MAY 25, 2022 AT 11:59 P.M.




Jeffrey W. Bullock, Secretary of State

20234732910-UCC11
SR# 20222602969

Authentication: 203580866
Date: 06-02-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Delaware Department of State
U.C.C. Filing Section
Filed: 11:32 AM 03/19/2021
U.C.C. Initial Filing No: 2021 2186741

Service Request No: 20210970214

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME TRX HOLDCO, LLC				
OR 1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
1c. MAILING ADDRESS 1660 Pacific Avenue	CITY San Francisco	STATE CA	POSTAL CODE 94109-2518	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR 2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Woodforest National Bank				
OR 3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
3c. MAILING ADDRESS 865 South Figueroa Street, Suite 3300	CITY Los Angeles	STATE CA	POSTAL CODE 90017	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

All assets and all personal property of Debtor, whether now owned or existing or hereafter acquired or coming into existence, including any and all proceeds and products of the foregoing.

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

6b. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility ☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

Secretary of State: Delaware [389055-00018]

EXHIBIT "C"



STATE OF CALIFORNIA
Office of the Secretary of State
INFORMATION REQUEST (UCC 11)

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 653-3516

For Office Use Only

-FILED-

File No.: U220199176940

Date Filed: 6/2/2022

Requester Information:

Contact Name

Organization Name

Phone Number

Email Address

Address

CLAS INFORMATION SERVICES

2020 HURLEY WAY
SACRAMENTO, CA 95825

Search Information:

Request Type

Search Type:

Individual or Organization:

Organization name:

City:

State:

Start Date:

Include lapsed filings on search response:

Search request only

Debtor Search

Organization

FITNESS ANYWHERE LLC

Yes



Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

CLAS INFORMATION SERVICES
2020 HURLEY WAY
SACRAMENTO, CA 95825

Request Date: 06/02/2022 4:26 PM
Information
Request No.: U220199176940
Certification No.: 018012015

LIEN SEARCH CERTIFICATE

The search results herein reflect only the specific information requested. The results of this Debtor search will not reflect variances of this name. If the Debtor is known under other personal names, trade names, business entities, or addresses, separate searches of these names will have to be requested and conducted. The Secretary of State, his officers and agents disclaim any and all liability for claims resulting from other filings on which the name of the Debtor can be found in any other form than which was requested.

Search Criteria:

Debtor Organization: FITNESS ANYWHERE LLC
Request Type: Lien Information Request (UCC 11)
All Records On File (Lapsed and Unlapsed), List Only

Lien Listing

Lien File No.: 187689155848

Filed: 12/26/2018 02:27 PM

Lapse: 12/26/2023 11:59 PM

Lien Type: Financing Statement

Debtor(s): FITNESS ANYWHERE, INC., 1660 PACIFIC AVENUE, SAN FRANCISCO, CA 94109

Secured Party(s): WOODFOREST NATIONAL BANK, 865 S. FIGUEROA STREET, SUITE 3300, LOS ANGELES, CA 90017

Certification No.: 018012015

Page Count: 2

I, Shirley N. Weber, Ph.D., Secretary of State, do hereby certify that the above listing is a record of all presently active financing statements, tax liens, attachment liens and judgment liens, including any change documents relating to them, which name the referenced debtor, subject to any above-stated search qualifiers and are on file in my office as of **05/30/2022 11:59 PM**.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California on June 2, 2022.

A handwritten signature in black ink, appearing to read "S. N. Weber", is written over a horizontal line.

Secretary of State

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

18-7689155848

12/26/2018 14:27

A. NAME & PHONE OF CONTACT AT FILER (optional)	
B. E-MAIL CONTACT AT FILER (optional)	
C. SEND ACKNOWLEDGMENT TO: (Name and Address)	
<div>COGENCY GLOBAL INC 1325 J Street, Suite 1550 Sacramento, CA 95814 P6-75981393 BID30495</div>	404



SOS

FILED

CALIFORNIA
SECRETARY OF STATE



75691520003

UCC 1 FILING

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME FITNESS ANYWHERE, INC.						
OR	1b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
1c. MAILING ADDRESS 1660 Pacific Avenue			CITY San Francisco	STATE CA	POSTAL CODE 94109	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Woodforest National Bank						
OR	3b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
3c. MAILING ADDRESS 865 S. Figueroa Street, Suite 3300			CITY Los Angeles	STATE CA	POSTAL CODE 90017	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral.

Please refer to Exhibit A attached hereto and by this reference made a part hereof.

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative					
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility					
6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing					
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licenser					
8. OPTIONAL FILER REFERENCE DATA: Secretary of State: California [389055-00018]					

Exhibit A

DEBTOR:

FITNESS ANYWHERE, INC.

SECURED PARTY:

WOODFOREST NATIONAL BANK

Collateral Description:

“Collateral” means all of the Debtor’s right, title and interest in and to the following, whether now owned or hereafter acquired, whether now or hereafter existing and wherever located:

(a) all membership interests, units, equity interests or other interests in FITNESS ANYWHERE LLC, a Delaware limited liability company, (the “Borrower”) owned by the Debtor or in which the Debtor has an interest from time to time, together with the certificates (if any) evidencing the same, and all interests and rights to payment arising from a division, split-up, revision, reclassification or other like change with respect to or relating to such equity interests, or otherwise received in exchange therefor or in addition thereto (the “Pledged Interests”);

(b) all rights to vote or participate in the management of the Borrower and to receive information concerning the business and affairs of the Borrower; all preferences and privileges with respect thereto, all distributions (including any redemption payments or liquidation payments), dividends, returns of capital, profits, cash, instruments and other property from time to time received, receivable or otherwise distributed in respect of or in exchange for any or all of the Pledged Interests and any warrants, rights or options issued to the holders of, or otherwise in respect of, the Pledged Interests;

(c) all rights of the Debtor under the Borrower’s Fifth Amended and Restated Limited Liability Company Agreement (as it may hereafter be further amended, restated, supplemented or otherwise modified from time to time, the “Borrower Operating Agreement”) and all other organizational or governing documents of the Borrower (as any of the same may be amended, restated, replaced, supplemented or otherwise modified from time to time, the “Relevant Documents”), or any other agreement or instrument relating to the Pledged Interests, including, without limitation, (i) all rights of the Debtor to receive proceeds of any insurance, indemnity, warranty or guaranty with respect to the Pledged Interests, (ii) all claims of the Debtor for damages arising out of or for breach of or default under the Relevant Documents and (iii) any right of the Debtor to perform thereunder and to compel performance and otherwise exercise all rights and remedies thereunder; and

(d) any and all proceeds and products of the foregoing, including, without limitation, all money, accounts, general intangibles, deposit accounts, documents, instruments, letter-of-credit rights, investment property, chattel paper, goods, insurance proceeds and any other tangible or intangible property received upon the sale or disposition of any of the foregoing and, to the extent not otherwise included, all books, records, correspondence, credit files, invoices and other papers with respect to the foregoing Collateral.

75691520003

EXHIBIT "D"



STATE OF CALIFORNIA
Office of the Secretary of State
INFORMATION REQUEST (UCC 11)

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 653-3516

For Office Use Only

-FILED-

File No.: U220199177134

Date Filed: 6/2/2022

Requester Information:

Contact Name

Organization Name

Phone Number

Email Address

Address

CLAS INFORMATION SERVICES

2020 HURLEY WAY
SACRAMENTO, CA 95825

Search Information:

Request Type

Search Type:

Individual or Organization:

Organization name:

City:

State:

Start Date:

Include lapsed filings on search response:

Search request only

Debtor Search

Organization

TRX HOLDCO, LLC

Yes



Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

CLAS INFORMATION SERVICES
2020 HURLEY WAY
SACRAMENTO, CA 95825

Request Date: 06/02/2022 4:27 PM
Information
Request No.: U220199177134
Certification No.: 018012520

LIEN SEARCH CERTIFICATE

The search results herein reflect only the specific information requested. The results of this Debtor search will not reflect variances of this name. If the Debtor is known under other personal names, trade names, business entities, or addresses, separate searches of these names will have to be requested and conducted. The Secretary of State, his officers and agents disclaim any and all liability for claims resulting from other filings on which the name of the Debtor can be found in any other form than which was requested.

Search Criteria:

Debtor Organization: TRX HOLDCO, LLC
Request Type: Lien Information Request (UCC 11)
All Records On File (Lapsed and Unlapsed), List Only

Lien Listing

No UCC Documents were found matching the criteria provided.

Certification No.: 018012520

Page Count: 2

I, Shirley N. Weber, Ph.D., Secretary of State, do hereby certify that the above listing is a record of all presently active financing statements, tax liens, attachment liens and judgment liens, including any change documents relating to them, which name the referenced debtor, subject to any above-stated search qualifiers and are on file in my office as of 05/30/2022 11:59 PM.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of the
State of California on June 2, 2022.

A handwritten signature in black ink, appearing to read "S. N. Weber", is written over a horizontal line.

Secretary of State

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
2818 La Cienega Avenue, Los Angeles, CA 90034

A true and correct copy of the foregoing document entitled (*specify*): **DECLARATION OF KRIKOR J. MESHEFEJIAN IN SUPPORT OF DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN INTERIM ORDER: (I) AUTHORIZING THE DEBTORS TO UTILIZE CASH COLLATERAL PURSUANT TO 11 U.S.C. §§ 361, 362 AND 363; (II) GRANTING ADEQUATE PROTECTION; (III) SCHEDULING A FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001(b); AND (IV) GRANTING RELATED RELIEF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)**: Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **June 8, 2022**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustpregion16.sa.ecf@usdoj.gov

2. **SERVED BY UNITED STATES MAIL**: On (*date*) **June 8, 2022**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **June 8, 2022**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

SERVED BY PERSONAL DELIVERY

Honorable Scott C. Clarkson
U.S. Bankruptcy Court, Ronald Reagan Federal Building
411 West Fourth Street
Suite 5130
Santa Ana, CA 92701-4593

☐ Service information **BY OVERNIGHT MAIL** continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 8, 2022
Date

Lourdes Cruz
Printed Name

/s/ Lourdes Cruz
Signature